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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

June 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27261-A. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

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A description of the railroad equipment covered by the enclosed document is:

28 covered hopper cars: DSIX 2500 - DSIX 2529, except DSIX 2524 and DSIX 2525 (formerly within the series RMGX 3220 - RMGX 3542 as more particularly set forth in the schedule attached to the document).

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated December 7, 2007, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on December 7, 2007 and given recordation number 27261-A (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to certain railroad equipment identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.

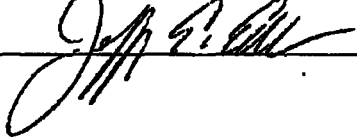
4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]


IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
May 15, 2009.

INFINITY RAIL, LLC
By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.


Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Name: Richard Rossi


Title: Senior Director

State of Illinois)

) ss:

County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	Current Color
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3220	DSIX	2502	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3221	DSIX	2503	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3222	DSIX	2504	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3223	DSIX	2505	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3224	DSIX	2506	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3225	DSIX	2507	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3226	DSIX	2508	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3227	DSIX	2509	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3228	DSIX	2510	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3229	DSIX	2511	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3230	DSIX	2500	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3231	DSIX	2501	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3453	DSIX	2512	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3454	DSIX	2513	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3455	DSIX	2514	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3464	DSIX	2515	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3465	DSIX	2516	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3472	DSIX	2517	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3473	DSIX	2518	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3481	DSIX	2519	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3485	DSIX	2520	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3486	DSIX	2521	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3489	DSIX	2522	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3490	DSIX	2523	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3528	DSIX	2526	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3529	DSIX	2527	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3541	DSIX	2528	C111
Schlumberger Companies	July 1, 2004	Small Cube Covered Hopper	RMGX	3542	DSIX	2529	C111

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/4/09



Robert W. Alvord